FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
IFORM LIMITED OFFERING EXEMPTION

	ОМВ А	PPROVAL
AECENCE	OMB Number Expires: Marc Extimated aver hours per form	h 30, 2008 age burden
	SEC U	SE ONLY
\	Prefix	Serial

DATE RECEIVED

1472523

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)									
Membership Units of Equastone Value Fund III, LLC									
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	☒ Rule 506		☐ Section	n 4(6)	ULOE	
Type of Filing:		×	New Filing			Amendme	ent		
A. BASIC IDENTIFICATION DATA									
1. Enter the information requested about	it the issuer								
Name of Issuer (check if this is an amount	endment and name has chang	ed, and	indicate change.)						
Equastone Value Fund III, LLC									
Address of Executive Offices	Telephone Number (Including Area Code)								
8910 University Center Lane, Suite 500, S	(858) 812.3266								
Address of Principal Business Operations (if different from Executive Offices)	Code)	Telephone Number (Including Area Code)							
					ם		CCE	1	
Brief Description of Business Venture capital investments									
Type of Business Organization					J	AN 07	2008		
☐ corporation ☐ limited partnership, already formed				■ other (please specify): Limited Liability Company					
D business trust	☐ limited partnership, to b	e forme	ed .		THOMSON FINANCIAL				
		1	Month .	<u>Year</u>	•	UVKVII.	IAL		
Actual or Estimated Date of Incorporation	or Organization;	()8	07	Œ	Actual		Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for SCN for Canada; FN for other foreign jurisdiction)							IN	I	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member					
Full Name (Last name first, if individual) Equastone Value Fund III Manager, LLC										
Business or Res	idence Address (Number and Center Lane, Suite 500, San I									
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last Bourne, David I	name first, if individual)									
	idence Address (Number and S Center Lane, Suite 500, San I									
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last Carpenter, Chao	name first, if individual)									
Business or Res	idence Address (Number and S Center Lane, Suite 500, San I									
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Schindler, Jeffrey M.										
	idence Address (Number and S Center Lane, Suite 500, San I									
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner					
Meyer, Thad L.	name first, if individual)									
	idence Address (Number and S Center Lane, Suite 500, San I									
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last Cypel, Kirk	name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code) 8910 University Center Lane, Suite 500, San Diego, CA 92122										
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual) Hawkins, Jeffrey J.										
Business or Residence Address (Number and Street, City, State, Zip Code) 8910 University Center Lane, Suite 500, San Diego, CA 92122										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
	name first, if individual)									
Business or Res	idence Address (Number and 5	Street, City, State, Zip Code)								

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.										Yes No	o <u>X</u>		
2.	What is the minimum investment that will be accepted from any individual?										n/a		
3.												Yes <u>X</u> N	<u> </u>
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
N/A													
Full	Name (Last na	me first, if ir	ndividual)										
Business or Residence Address (Number and Street, City, State, Zip Code)													
Non	ne of Associated	d Drokas os 1	Danlas										
Nan	ne of Associated	G DIOKET OF I	Dealer										
Stat	es in Which Per	rson Listed F	las Solicite	ed or Intend	ls to Solicit	Purchasers							
(Ch	eck "All States"	or check in	dividual St	tates)									All States
JAL	.J (A	AK)	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	IHII	JIDJ
[IL]	113	NJ	ĮΙΑΙ	[KS]	[KY]	[LA]	JMEJ	[MD]	[MA]	[MI]	[MN]	[MS]	IMOI
JMT	rj įn	NEJ	נאאן	INHI	ונאן	[NM]	INYI	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[S	ic)	[SD]	[TN]	[TX]	ĮUTĮ	[VT]	[VA]	ĮVAĮ	ĮWVĮ	[WI]	[WY]	[PR]
Full	Name (Last nar	me first, if ir	ndividual)										
Rue	iness or Resider	nce Address	(Number a	and Street (City State	Zin Code)							
503	11030 01 11031301		(o,, o,	2.p 0000,							
Nan	ne of Associated	d Broker or I	Dealer										
Stat	es in Which Per	rson Listed F	las Solicite	ed or Intend	ls to Solicit	Purchasers							
(Ch	eck "All States"	or check in	dividual St	ates)									🗆 All States
[AL	J JA	ΑKJ	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	III	NJ	ĮΙΑΙ	[KS]	ĮΚΥΙ	[LA]	[ME]	[MD]	[MA]	[Mi]	[MN]	[MS]	[MO]
ΙMΊ	מן וי	√E]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	(OK)	[OR]	[PA]
[RI]	IS	C]	[SD]	INI	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	(WI)	[WY]	[PR]
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)													
JAL			[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ID
IILI		•	[IA]	[KS]	KY	LA	IME	[MD]	[MA]	[MI]	[MN]	[MS]	IMO)
IMI	-	-	[NV]	[NH]	ונאן	[NM]	INYI	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
IRB			ISDI	ITNI	ITXI	11.171	IVTI	IVAI	IVAI	IWVI	(WII	IWYI	IPR1

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\Pi \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Type of Security Aggregate Offering Price Sold Debt..... Equity..... ☐ Common ☐ Preferred Convertible Securities (including warrants) Partnership Interests Other (Specify Membership Interests) \$ 250,000,000.00 31,789,000.00 \$ _250,000,000.00 \$ 31,789,000.00 Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases \$ 31,789,000.00 Accredited Investors 137 0 Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Sold Security Type of Offering Rule 505 Regulation A Rule 504.....

Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs..... X 55,000.00 Legal Fees Accounting Fees Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (Identify) blue sky filing fees

Total

×

×

4,110.00

58.760.00

		_	
C. OFFERING PRICE, NUMBER OF I	INVESTORS, EXPENSES AND USE OF PROCEEDS		
 Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted 	esponse to Part C - Question I and total expenses furnished d gross proceeds to the issuer"	\$	249,941,240,00
5. Indicate below the amount of the adjusted gross proceeds to the issuer uses the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set is	check the box to the left of the estimate. The total of the		
,	Payment to Officers, Directors, & Affiliates		Payment To Others
Salaries and fees	□ s	□ s_	
Purchase of real estate			
Purchase, rental or leasing and installation of machinery and equipment		□ s_	
Construction or leasing of plant buildings and facilities			
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)		□ s _	
Repayment of indebtedness	s <u>s</u>	□ s_	
Working capital		x \$_	249,941,240.00
Other (specify):		П¢	
		_	
Column Totals			249,941,240.00
Total Payments Listed (column totals added)			
·	_ ,	,,,,,,,,,,	<u> </u>
D. FED	DERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is filed under Rule 505, the Commission, upon written request of its staff, the information	following 1 furnishe	g signature constitutes ed by the issuer to any
Issuer (Print or Type) Equastone Value Fund III, LLC, by Equastone Value Fund III Manger, LLC, its Managing Member	Signature Hah	Date 12	18/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Jeffrey I Hawkins	Executive Vice President		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END